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Attorneys for Plaintiff Melvin Brenner
and Proposed Lead Counsel for Plaintiffs

[Additional Counsel on Signature Pages]

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

BERNARD STERN, Derivatively on Behalf of
SUNPOWER CORPORATION,

Case No. 3:16-cv-05312-RS

Hon. Richard Seeborg

Plaintiff,

V.

THOMAS H. WERNER, CHARLES D. BOYNTON, ARNAUD CHAPERON, BERNARD CLÉMENT, DENIS GIORNO, DANIEL LAURÉ, CATHERINE LESJAK, THOMAS R. MCDANIEL, HUMBERT DE WENDEL, and PAT WOOD III,

**STIPULATION REGARDING
CONSOLIDATION OF RELATED
ACTIONS AND CASE MANAGEMENT;
AND [PROPOSED] ORDER THEREON**

Defendants.

— and —

SUNPOWER CORPORATION.

Nominal Defendant.

[CAPTION CONTINUED ON NEXT PAGE]

1 PETER MOSCONE, Derivatively on Behalf of
2 Nominal Defendant SUNPOWER
3 CORPORATION,

4 Plaintiff,

5 BERNARD CLÉMENT, DENIS GIORNO,
6 CATHERINE LESJAK, ARNAUD
7 CHAPERON, DANIEL LAURÉ, PAT WOOD
8 III, THOMAS R. MCDANIEL, HUMBERT
9 DE WENDEL, and THOMAS H. WERNER,

10 Defendants,

11 – and –

12 SUNPOWER CORPORATION, a Delaware
13 Corporation,

14 Nominal Defendant.

15 MELVIN BRENNER, Derivatively on Behalf
16 of SUNPOWER CORPORATION,

17 Plaintiff,

18 v.

19 THOMAS H. WERNER, CHARLES D.
20 BOYNTON, BERNARD CLÉMENT,
21 LADISLAS PASZKIEWICZ, DANIEL
22 LAURÉ, CATHERINE A. LESJAK,
23 THOMAS R. MCDANIEL, PAT WOOD
24 III, ARNAUD CHAPERON, DENIS
GIORNO, JEAN-MARC OTERO DEL
VAL, and HUMBERT DE WENDEL,

25 Defendants,

26 – and –

27 SUNPOWER CORPORATION, a Delaware
28 corporation,

29 Nominal Defendant.

Case No. 3:16-cv-05381-RS

Hon. Richard Seeborg

Case No. 5:16-cv-05988-RS

Hon. Richard Seeborg

1 WHEREAS, there are presently three related shareholder derivative actions against certain
2 of the officers and directors of SunPower Corporation ("SunPower") on file in this Court;

3 WHEREAS, in an effort to assure consistent rulings and decisions and the avoidance of
4 unnecessary duplication of effort, counsel for the parties to the related SunPower shareholder
5 derivative actions currently on file in this Court enter into this stipulation. The counsel are:
6 (1) Robbins Arroyo LLP and Vita Law Offices P.C. on behalf of plaintiff Melvin Brenner; (2) Profy
7 Promisloff & Ciarlanto, P.C., Law Office Of Alfred G. Yates, Jr., P.C., and Brodsky & Smith, LLC
8 on behalf of plaintiff Bernard Stern; (3) Gainey McKenna & Egleston and The Wagner Firm on
9 behalf of plaintiff Peter Moscone; (4) and Wilson Sonsini Goodrich & Rosati on behalf of
10 defendants Thomas H. Werner, Charles D. Boynton, Bernard Clément, Ladislas Paszkiewicz,
11 Daniel Lauré, Catherine A. Lesjak, Thomas R. McDaniel, Pat Wood III, Arnaud Chaperon, Denis
12 Giorno, Jean-Marc Otero del Val, and Humbert de Wendel, and nominal defendant SunPower
13 (collectively, "Defendants");

14 WHEREAS, the parties have met and conferred and agree that, as these actions arise out of
15 the same alleged transactions and occurrences and involve the same or substantially similar alleged
16 issues of fact and law, they are related and should be consolidated pursuant to Rule 42(a) of the
17 Federal Rules of Civil Procedure (hereinafter the "Consolidated Action") and that consolidation of
18 the actions will promote judicial economy and preserve both public and private resources;

19 WHEREAS, Plaintiffs¹ and Defendants agree that it would be duplicative and wasteful of
20 the Court's resources for Defendants to have to respond to the individual complaints prior to the
21 agreed-upon consolidation; and

22 WHEREAS, Defendants take no position of the selection of lead counsel for Plaintiffs in the
23 Consolidated Action but agree that the appointment of lead counsel facilitates orderly progress and
24 organization in the litigation of the Consolidated Action;

25
26 _____
27 ¹ "Plaintiffs" refers to plaintiffs Stern, Moscone, Brenner, and any plaintiff in any related case (as
28 defined herein) that may be consolidated with, and into, the Consolidated Action.

1 NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED by Plaintiffs and
 2 Defendants, through their respective counsel of record, as follows:

3 1. The following actions are hereby related and consolidated for all purposes,
 4 including pre-trial proceedings and trial:

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Stern v. Werner, et al.</i>	5:16-cv-05312-RS	Sept. 16, 2016
<i>Moscone v. Clement, et al.</i>	5:16-cv-05381-RS	Sept. 20, 2016
<i>Brenner v. Werner, et al.</i>	3:16-cv-05988-RS	Oct. 17, 2016

10 2. Every pleading filed in the Consolidated Action, or in any separate action included
 11 herein, shall bear the following caption:

12
 13 **UNITED STATES DISTRICT COURT**
 14 **NORTHERN DISTRICT OF CALIFORNIA**
 15 **SAN FRANCISCO DIVISION**

16 IN RE SUNPOWER CORPORATION | Lead Case No. 5:16-cv-05312-RS
 17 SHAREHOLDER DERIVATIVE | (Consolidated with Case Nos. 5:16-cv-
 18 LITIGATION | 05381-RS and 3:16-cv-05988-RS)

19 This Document Relates To:

20
 21
 22 3. The files of the Consolidated Action shall be maintained in one file under Master
 23 File No. 5:16-cv-05312-RS.

24 4. Defendants are not required to respond to the complaint in any action consolidated
 25 into this Consolidated Action, other than a consolidated complaint or a complaint designated as the
 26 operative complaint. The parties will meet and confer regarding a schedule for the case, including
 27

1 the filing of a consolidated or operative complaint and Defendants' response thereto, following
2 consolidation.

3 5. Lead Counsel for Plaintiffs for the conduct of the Consolidated Action is:

4 ROBBINS ARROYO LLP
5 BRIAN J. ROBBINS
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7 ASHLEY R. RIFKIN
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12 6. Plaintiffs' Lead Counsel shall have sole authority to speak for Plaintiffs in matters
13 regarding pre-trial procedure, trial, and settlement and shall make all work assignments in such
14 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative
15 or unproductive effort.

16 7. Plaintiffs' Lead Counsel shall be responsible for coordinating all activities and
17 appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial
18 proceedings shall be initiated or filed by any plaintiff except through Plaintiffs' Lead Counsel.

19 8. Plaintiffs' Lead Counsel shall be available and responsible for communications to
20 and from this Court, including distributing orders and other directions from the Court to counsel.
21 Plaintiffs' Lead Counsel shall be responsible for creating and maintaining a master service list of all
22 parties and their respective counsel.

23 9. Defendants' counsel may rely upon all agreements made with Plaintiffs' Lead
24 Counsel, or other duly authorized representative of Plaintiffs' Lead Counsel, and such agreements
25 shall be binding on all Plaintiffs.

26 10. Defendants' counsel signing this stipulation shall appear for and accept service on
27 behalf of all their clients who have not already been served.

28 11. This Order shall apply to each case, arising out of the same or substantially the same
29 transactions or events as these cases, which is subsequently filed in, remanded to or transferred to
30 this Court.

1 12. When a case which properly belongs as part of the *In re SunPower Corporation*
2 *Shareholder Derivative Litigation*, Lead Case No. 5:16-cv-05312-RS, is hereafter filed in the Court
3 or transferred here from another court, this Court requests the assistance of counsel in calling to the
4 attention of the clerk of the Court the filing or transfer of any case which might properly be
5 consolidated as part of the *In re SunPower Corporation Shareholder Derivative Litigation*, Lead
6 Case No. 5:16-cv-05312-RS, and Lead Counsel are to assist in assuring that counsel in subsequent
7 actions receive notice of this Order. All such related derivative actions that are subsequently filed
8 in, or transferred to, this District shall be consolidated into this action.

9 13. Pursuant to Fed. R. Civ. P. 5(b)(2)(E)-(F), service by e-mail transmission shall be
10 permitted in addition to service via ECF notification.

11 14. Nothing herein shall be construed as effecting a waiver or concession by any of the
12 parties. All parties preserve all of their claims and defenses.

13 **IT IS SO STIPULATED.**

14 Dated: November 10, 2016

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27 *Proposed Lead Counsel for Plaintiffs and
28 Attorneys for Plaintiff Melvin Brenner*

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8 *Attorneys for Plaintiff Melvin Brenner*
9

10 Dated: November 10, 2016

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26 *Attorneys for Plaintiff Bernard Stern*
27

1 Dated: November 10, 2016

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2 *s/ Avi N. Wagner*

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15 *Attorneys for Plaintiff Peter Moscone*

16 Dated: November 10, 2016

17 WILSON SONSINI GOODRICH & ROSATI
18 Professional Corporation

19 *s/ Steven M. Schatz*

20 STEVEN M. SCHATZ

21 Steven M. Schatz
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24 *Attorneys for Defendants SunPower Corporation,
25 Thomas H. Werner, Charles D. Boynton, Bernard
26 Clément, Ladislas Paszkiewicz, Daniel Lauré,
27 Catherine A. Lesjak, Thomas R. McDaniel, Pat
Wood III, Arnaud Chaperon, Denis Giorno, Jean-
Marc Otero del Val, and Humbert de Wendel*

1 I, George C. Aguilar, am the ECF User whose ID and password are being used to file this
2 Stipulation Regarding Consolidation of Related Actions and Case Management. In compliance
3 with Civil L.R. 5-1(i), I hereby attest that concurrence in the filing of this document has been
obtained from each of the other signatories.

4 *s/ George C. Aguilar*
5 GEORGE C. AGUILAR

6 PURSUANT TO STIPULATION, IT IS SO ORDERED.

7 DATED: 11/15/16

8 
9 HONORABLE RICHARD SEEBORG
10 UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on November 10, 2016, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses on the Electronic Mail Notice for this action.

I further certify that I caused a true and correct copy of the foregoing to be sent via electronic mail to the following:

7 Steven M. Schatz
8 Katherine L. Henderson
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10 sschatz@wsgr.com
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Attorneys for Defendants Thomas H. Werner, Charles D. Boynton, Bernard Clément, Ladislas Paszkiewicz, Daniel Lauré, Catherine A. Lesjak, Thomas R. McDaniel, Pat Wood III, Arnaud Chaperon, Denis Giorno, Jean-Marc Otero del Val, Humbert de Wendel, and nominal defendant SunPower Corporation

s/ George C. Aguilar
GEORGE C. AGUILAR

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